
US EXECUTIVE APPROVAL FORM**CUSTOMER NAME: KOYO Corporation of USA****PARTNER/VAD NAME:****SECTION I - Approval Requests:****New Approval Requests 22-May-2003:****HQAPP:**

1. Customer Reference section C of OD- amend "If this ordering document or the agreement is ended, the rights granted herein with respect to customer reference shall immediately expire"
2. Rights Granted section of OLSA - Amend the first paragraph of the Rights Granted section of the agreement by inserting the following at then end thereof, "Information owned by a party shall remain the property of that party."
3. Indemnification section of OLSA- amend the second bullet point of the first paragraph of the Indemnification section of the agreement by inserting the following after "negotiations": "(provided, however, that without Recipient's written consent, Provider may not admit that Recipient has any liability, obligate Recipient to pay any non-reimbursable sum or make any admission of a wrongdoing by Recipient in conjunction with the defense or as a result of the settlement of the claim.)"
4. Limitation of Liability section of OLSA - amend the Limitation of Liability section of the agreement by inserting the following paragraph at the end thereof, "Except for breach of any payment obligation or the Export section or violation of Oracle's intellectual property rights, IN NO EVENT SHALL YOUR LIABILITY ARISING UNDER OR IN CONNECTION WITH THIS AGREEMENT EXCEED THE FEES PAID TO ORACLE PLUS ALL SUMS UNPAID UNDER THIS AGREEMENT."

TIER 2/3 Requests:

1. Functionally equivalent support provision for 2 years
2. Standard License Assignment option - to an acquiring entity assuming all assets and liabilities

Requests below Approved by HQAPP on 20-May-2003:

1. 50% discount (Store + 25%) on E-Business Suite this is a 3% increase in already approved discount
2. Add Advanced Supply Chain Planning and Demand Planning to price hold @ 47% discount

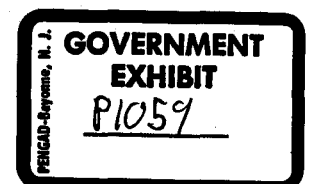
Previously Approved Requests on 5-May-2003:**TIER 1 Requests:****HQAPP:**

1. 47% on E-Business Suite (Store + 22%)
2. Change license model to pre 3/24/03 E-Business Suite pricing

Tier 1 Request:

3. Support cap at 0% for years 2 and 3
4. 1 Year price hold at 47% discount

1. 55% L&S Discount (ebiz + 35%)

TIER 2/3 Requests:

2. 1-Year Price Hold for programs ordered at 55% discount
3. Year Term OLSA

SECTION II – Deal Summary:

Deal Summary	
Programs	Database, 9iAS, E-Business Suite Applications, Electronic Orders,
License Discount	50% (store + 25%)
Support Discount	50% (store + 25%)
Support Options/Holds	3 years hold @ 0% increase
Price Holds	1 year price hold for programs ordered at 47% discount
List License	\$ 608,200.00
List Support	\$ 133,804.00
Net License	\$ 297,300.00
Net Support	\$ 65,406.00
Net Total Price	\$ 362,706.00
Price List Used	07-March-2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	%
Date of Price List for price hold	
When does price hold expire?	
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	
Name of Agreement if applicable	

SECTION III - Justification: NEW- Koyo has agreed to sign the Oracle license/order if we can provide 50% discount on this E-Business Suite deal. See attached spreadsheet for final configuration. This deal will close by 5/28 under the pricing and terms we are requesting. The COO has committed to us that he will sign our order with this pricing structure.

KOYO continues to evaluate SAP and has gotten proposal for SAP suite of similar product solution of \$ 200K. KOYO prefers Oracle but wants to buy under E_Business Suite model that we originally proposed in early March prior to price model changes. SEE PRICING SPREADSHEET. They have already gotten approval from KOYO Japan (parent company) to negotiate with Oracle if we can offer the 3/7 E-Business suite model. We originally proposed the 3/7 E-Business Suite to them on 3/14 and then switched to Component pricing after 3/24 price change (see original approval below). KOYO USA does not like the component model and prefers the Original Suite model.

If we can get approval for 47% and 3/7 E-business Suite model, we will close this deal with a few days of getting contracts.

KOYO Corp USA is division of KOYO Seiko (Japan), owned by Toyota. Koyo Seiko has been working using SAP for Mfg/OM for several years and recently implemented PeopleSoft for Fin & HR.

KOYO is a tier 1 automotive supplier that would be a critical win in the region and great reference for our strategic direction to win business in this vertical. However, SAP has this same initiative and is pushing very hard for a win here at KOYO USA (Domestic operations).

Koyo USA is evaluating ERP solutions for US rollout. We are competing with SAP and PeopleSoft as the incumbents. Functionally Koyo USA feels we are the superior vendor but we must be competitive on pricing in order justify them going against Corp standards. At the requested discounts we will be 20% higher priced than SAP but KOYO USA feels they can justify this based on SAP's TCO and Oracle product superiority. We have agreed to sign by 5/20 if we can get the pricing approved. There are several other KOYO divisions (Canada, Mexico, South Amer) that also plan to put software in next year thus they want a price hold to allow these other division to add on. This also will help them justify to Japan why Oracle.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *Bill Kinderman ASM, John Boucher, AVP.*

Field RM name if submitted by OracleDirect:

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details**Instructions - Fill in all sections completely.****APPROVAL REQUIREMENTS** - Refer to the Approval Matrix at <http://esource.oraclecorp.com>**PRICING REQUIREMENTS** – Refer to Price List and Price List Supplement for minimums and prerequisites.**PRICING SPREADSHEET** – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.**MIGRATIONS** - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.**Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.**

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	5/22/03
Opportunity I.D. (OSO Number):	908433
Is this a ship order?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	
Partner (insert name, if applicable Rapidigm, Inc	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If yes, specify payment type:	<input checked="" type="checkbox"/> Applications Affiliate Fee ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 Other (Specify) _____
Referenced Agreement:	<input checked="" type="checkbox"/> New OLSA Other (Specify) _____

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Koyo Corporation of USA
Business Address:	29570 Clemens Road
City / State / Zip:	Westlake, OHIO 44145
Customer Contract Admin:	Paul Beargie
Phone #:	440-835-1000
Fax #:	440-835-9211
E-mail ID:	pbeargie@koyousa.com
Billing Contact:	SAME as ABOVE
(Partner/VAD if Indirect):	
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt ____
Shipping Contact:	SAME as ABOVE
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	SAME as ABOVE
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	Rapidigm, Inc
Address:	115 Executive Parkway Suite 100
City / State / Zip:	Hudson, OH 44236
Contact Admin:	Scott Jackson
Phone #:	(330) 463-5454
Fax #:	(330) 463-5452
E-mail ID:	sjackson@rapidigm.com

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program: All programs will be MS/NT based

Make: Intel based

OS: NT

PROGRAMS:

ALL modules and Database products will run on Windows NT

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Applications		
Will applications be modified:	Yes	<input checked="" type="checkbox"/> No
Will users be accessing modified Apps from the web:	<input checked="" type="checkbox"/> Yes	No
Have all prerequisites been included:	<input checked="" type="checkbox"/> Yes	No
Will users use Fast Forward RPM:	Yes	<input checked="" type="checkbox"/> No
Will applications be hosted:	Yes	<input checked="" type="checkbox"/> No
Indicate database that Apps will run on:	Included in license deal	
Indicate CSI for existing prerequisite database and tools:		

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Bill Kinderman
Technology Sales Manager	Chaluvadi Sridhar
Account Manager	
OracleDirect Rep	Elizabeth Hardy- Apps & Amit Ruwala- Tech
Education Sales Rep	
Support Renewals Rep	
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No
Requester:	Name: <u>Bill Kinderman</u> Business Telephone: <u>216-328-8815</u> Cell Phone: <u>216-496-7368</u>